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MHallam@LRLaw.com
Admitted in: Arizona

August 17, 2009

Docket Control - Utilities Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

2009 AUG 17 P 4: 35

AZ CORP COMMISSION
DOCKET CONTROL

Our File Number: 38889-00024

Arizona Corporation Commission

DOCKETED

AUG 17 2009

DOCKETED BY

Re: In the Matter of the Application of Level 3 Communications LLC, Broadwing Communications, LLC, and Wiltel Communications, LLC for a Limited Waiver of the Public Utility Holding Companies and Affiliated Interest Rules (A.A.C. R14-2-801 et seq.) and Approval of Encumbrance of Assets
Docket Nos. T-03654A-09-0174; T-04176A-09-0174; T-03708A-09-0174
Decision No. 71176

Docket Control:

In compliance with Decision No. 71176, Level 3 Communications, LLC, Broadwing Communications, LLC and WilTel Communications, LLC (collectively, the "Applicants") inform the Commission that the guarantees and encumbrances that were the subject of the dockets listed above have been consummated as a result of the Applicants' receipt of all regulatory approvals, including the approval of the Commission set forth in Decision No. 71176. As set forth in the parties' Application, the underlying transaction documents, which were originally executed in 2007 and amended in 2009, provide that the assets will not be encumbered as collateral with respect to the incremental borrowing until receipt of necessary state regulatory approvals. As a result, the guarantees and encumbrances became effective upon the Commission's approval at the June 23, 2009 Open Meeting. Attached to this letter is a certification from counsel from Level 3 confirming that, as of June 23, 2009, all approvals had been received.

In addition, in compliance with Decision No. 71176, the Applicants confirm through this letter that all customer deposits and prepayments were excluded from the encumbrance.

Very truly yours,

Michael T. Hallam

MTH/jw
Enclosures



Neil J. Eckstein
Senior Vice President and
Assistant General Counsel

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June 24, 2009

VIA EMAIL

Colleen Overlock
Merrill Lynch Capital Corporation
Merrill Lynch World Headquarters
4 World Financial Center, 22nd Floor
New York, New York 10080

Re: Level 3 Financing, Inc. Credit Agreement

Dear Colleen:

Reference is hereby made to that certain Amendment Agreement, dated as of April 16, 2009 (as amended by the First Amendment, dated as of May 15, 2009, and as further amended, restated, supplemented, waived or otherwise modified from time to time, the "Agreement"), among Level 3 Communications, Inc. ("Level 3"), Level 3 Financing, Inc. (the "Borrower"), the several subsidiaries of Level 3 parties thereto and Merrill Lynch Capital Corporation, individually and as Administrative Agent and Collateral Agent.

Pursuant to Section 2 of the Agreement, this letter is to provide notice to the Administrative Agent that as of June 23, 2009, (1) the Tranche B Guarantee Permit Condition has been satisfied with respect to the Regulated Guarantor Subsidiaries as defined and specified in the Agreement and (2) the Tranche B Collateral Permit Condition has been satisfied with respect to the Regulated Grantor Subsidiaries as defined in the Agreement and specified in the Agreement.

Very truly yours,

A handwritten signature in black ink, appearing to read "Neil J. Eckstein", written over a horizontal line.

Neil J. Eckstein

cc: Kimberly A. Grousset, Esq. (via email)
Sophia D. Twail, Esq. (via email)
William E. Hiller, Esq. (via email)
Jeni S. Pepper, Esq. (via email)